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MAY 12 2011

**SECRETARY, BOARD OF
OIL, GAS & MINING**

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF BERRY PETROLEUM COMPANY FOR AN ORDER TO FORCE POOL THE INTERESTS OF ALL OWNERS REFUSING OR FAILING TO BEAR THEIR PROPORTIONATE SHARE OF THE COSTS OF DRILLING AND PRODUCING OPERATIONS LOCATED IN THE SW $\frac{1}{4}$ SE $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$ AND THE S $\frac{1}{2}$ SW $\frac{1}{4}$ OF SECTION 10, TOWNSHIP 5 SOUTH, RANGE 4 WEST, USM, DUCHESNE COUNTY, UTAH.

**NOTICE OF REQUEST FOR
AGENCY ACTION AND
OPPORTUNITY TO PARTICIPATE
IN THE SFW FEE 15-10-54 WELL
AND THE SFW FEE 14-10D-54
WELL**

Docket No. 2011-011

Cause No. 272-02

BERRY PETROLEUM COMPANY TO:

Heirs and/or Devisees of Gus Solmonson, Byron John Gilbert, Sherrie Gilbert Burdick, Bryant Martindale Gilbert, Gilbert Ray Horrocks, Jackie Parker Wertz, Shirley Druce Doelle, Geraldine Parker Nordfors, Patsie Parker Greenwood, Howard LeAndrew Gilbert, Irene Parker Gray, Douglas Richard Horrocks, Rulon Olson Gilbert, Mildred Gilbert, Sherry Sander Reynolds, Chesley Gordon Parker, Leann Sanders Bathemess, Sylvia Richardson High, Maurine Gilbert Bellon, Marilyn Moore Call, Gayle Glenn Gilbert, Phyllis R. Johnson, Melody Moore Haakenson, Robert F. Parker, Floyd Leland Druce, Thomas H. Kemp, Janean Moore Call, LeGrand J. Gilbert, John Thornton, Eugene Parker Sanders, Irish Anderson, Kirk Elder, Ellen Gilbert Goodrich, Tenna Ruth Gilbert Gibbons Herman, David Moore Smith, Glen Elder, Ken M. Elder, David Clark Hill, Ruth Follett Hill, Shauna Gilbert Durringer, Larry Kent Gilbert, Melanie Hill Green, Ruth Gilbert Murphy, Nancy Hill Herzig, Lynn Stanley Hill, Linda Elder Baird, Christine Hill Unwin, William Franklin Horrocks, Bradley Gilbert Hill, Scott G. Elder, Katie Hill Kagel, aka Katie J. Hill, Julianne Kemp Arbuckle, Annette Cook Bauer, Juel Parker, Erich Hill, Thomas Harvey Moore, Jr., Greg Elder, Jean Gilbert Carlson, Renae Gilbert Miller, Jack Frost Gilbert, Peggy Parker Jensen, Turner Petroleum Company, William R. Young, Nelda Young and Russ J. Young, or their successors, as Co-Trustees of the R.W. Young and Nelda Young Family Trust dated April 24, 1993, Barbara A. Nielsen, J.

Arden Hawking, Sherrie Dawn Soderquist, aka Sherry Dawn Soderquist, Ronald John Solmonson, Cathy Lynn Koplin, Patsy Raey McDonald, Lorene S. Neal, Smokey Rasmussen, Rance Rasmussen, Twilla Rasmussen Alford, Ermond Jensen Beames, Venice N. Meacham, aka Venice N. Mecham, Bonnie Jean Roberts, Denim J. Roberts, Iona Craner, Janace M. Nelson, Bret Mace, Connie M. Gilbert, Diona M. Perry, Clint W. Turner and Camille C. Turner, as Trustees of the Clint and Camille Turner Family Trust u/a/d April 6, 2010, Curtis C. Turner and Holli Turner, H/W, Glenda N. Chrans, Lisa Webb, Lana Massey, Zeller Family Trust, Charles Ronald Reay, Robert F. Reay, Paul Lehrman, Nicholas Fey Reay, Jake Alan Reay, Bonnie Parker Evans, Dr. George Rex Parker, Jeffrey Robert Parker, Judi Parker Nielson, Jody Lynn Parker Brooksby, James Craig Sanders, Robert Kevin Sanders, Colleen Turpin Webb, Terri Turpin VanLeeuwen, Tamara Turpin Peterson, Tonya Turpin Heaton, Dr. Virgil Parker, Victor Michael Kemp, Vicki Irene Kemp Lowman, Estate of Ader Manora Gilbert Parker, Estate of Gilbert G. Parker, Ermon Parker Winget, Marjorie Parker Christensen, Minnie Eleanor Parker Coon, Glen Albert Gilbert, Garn LaMar Gilbert, Estate of Barbara Moore Richardson, Colleen Moore Jones, Shelley Moore Call, Lowell Moore, Irene Moore, Sylvia Moore Martin, Edward Gilbert Young, Estate of Carman Gene Horrocks, Todd Horrocks, Cindy Horrocks, Trina Horrocks, Estate of Martha Lou Horrocks Miller, Terri Miller Killian, Jerry Miller, Randy Miller, Estate of Alta Viola Gilbert Hill, Estate of Lisa Hill Cunningham, M. Andrew Cunningham, Amber Cunningham Blake, Zachary Cunningham, Anita Cunningham, Estate of Douglas W. Hill, Rachel Hill Vlaardingerbroek, Amanda Hill, Rebecca Hill Spriggs, Christopher Hill, Angelique Hill, Donald E. Hill, Estate of Luessa Rosellen Gilbert McDonald, Estate of Mary Lula McDonald Cotton Hardman, Estate of Daniel Hampton McDonald, Estate of Jack Bean McDonald, Estate of Oscar Snow McDonald, Stephen Taylor, Patsy Lee Druce Overby, Carol Pendleton, Gordon K. McDonald, Bob McDonald, Roger K. McDonald, Jacqline Johnson Ithelbah, Jill Johnson, Estate of E. Ross McDonald, Estate of Hazel P. Henderson, Estate of Thelma P. Chanslor, Estate of Andrew J. Parker, Estate of Max Parker, Estate of Carl G. Parker, Estate of Thomas L. Parker, Estate of Albert B. Parker, Estate of Gilbert G. Parker, Estate of James A. Parker, Estate of Erma Dean Croft, Estate of Mara Brush, Fay Carter, Mabel Carter Beach, Mazel Carter Cahoon, Ada Carter Johnson, Estate of Barbara Moore Richardson, Estate of Thomas Martindale Gilbert, Estate of Jack LaRell Gilbert, Estate of Evelyn Gilbert Mullins, Estate of Naomi Gilbert Baldwin, Estate of Martha Gilbert Lisenbee, Estate of John Alma Gilbert, Estate of Arlene Parker Michelsen, Estate of Gladys Valeen Prisby, Estate of Minnie Sue Prisby Jones, Estate of Brice W. Prisby, Estate of Cline Jackson Prisby, Estate of Aileen Prisby Lund, and the Estate of Chad Johnson, Estate of Connie Meacham

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, will conduct a hearing in this matter on June 22, 2011, at 9:00 a.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 *et seq.* as provided for by Utah Code Ann. § 40-6-1 *et seq.* and Utah Code Ann. § 63-46b-1 *et seq.*

The purpose of the proceeding will be for the Board to receive testimony and evidence regarding an Order:

1. Force pooling all non-consenting and nonlocatable mineral interest owners in Section 10, Township 5 South, Range 4 West, USM and apportioning the costs of drilling, operation, and production of the SFW FEE 15-10-54 Well already drilled, and the SFW FEE 14-10D-54 Well, scheduled to be drilled in the immediate future, both in Section 10, Township 5 South, Range 4 West, and assessing to such owners a non-consent penalty in an amount to be determined by the Board, but not less than 150% nor greater than 300% of the non-consenting owners share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing, and the cost of equipment in the wells to and including the wellhead connections as just and reasonable compensation to the consenting owners;
2. Providing for a weighted average royalty payable to such non-consenting and nonlocatable owners in subject Section 10; and
3. Providing for such other and further relief as may be just and equitable under the circumstances.

Bonnie Parker Evans, Dr. George Rex Parker, Jeffrey Robert Parker, Judi Parker Nielson, Jody Lynn Parker Brooksby, James Craig Sanders, Robert Kevin Sanders, Colleen Turpin Webb, Terri Turpin VanLeeuwen, Tamara Turpin Peterson, Tonya Turpin Heaton, Dr. Virgil Parker, Victor Michael Kemp, Vicki Irene Kemp Lowman, Estate of Ader Manora Gilbert Parker, Glen Albert Gilbert, Estate of Gilbert G. Parker, Ermon Parker Winget, Marjorie Parker Christensen, Minnie Eleanor Parker Coon, Garn LaMar Gilbert, Estate of Barbara Moore Richardson, Colleen Moore Jones, Shelley Moore Call, Lowell Moore, Irene Moore, Sylvia Moore Martin, Edward Gilbert Young,

Estate of Carman Gene Horrocks, Todd Horrocks, Cindy Horrocks, Trina Horrocks, Estate of Martha Lou Horrocks Miller, Terri Miller Killian, Jerry Miller, Randy Miller, Estate of Alta Viola Gilbert Hill, Estate of Lisa Hill Cunningham, M. Andrew Cunningham, Amber Cunningham Blake, Zachary Cunningham, Anita Cunningham, Estate of Douglas W. Hill, Rachel Hill Vlaardingerbroek, Amanda Hill, Rebecca Hill Spriggs, Christopher Hill, Angelique Hill, Donald E. Hill, Estate of Luessa Rosellen Gilbert McDonald, Estate of Mary Lula McDonald Cotton Hardman, Estate of Daniel Hampton McDonald, Estate of Jack Bean McDonald, Estate of Oscar Snow McDonald, Stephen Taylor, Carol Pendleton, Gordon K. McDonald, Bob McDonald, Roger K. McDonald, Jacqline Johnson Ithelbah, Jill Johnson, Estate of E. Ross McDonald, Estate of Hazel P. Henderson, Estate of Thelma P. Chanslor, Estate of Andrew J. Parker, Estate of Max Parker, Estate of Carl G. Parker, Estate of Thomas L. Parker, Estate of Albert B. Parker, Estate of Gilbert G. Parker, Estate of James A. Parker, Estate of Erma Dean Croft, Estate of Mara Brush, Fay Carter, Mabel Carter Beach, Mazel Carter Cahoon, Ada Carter Johnson, Estate of Barbara Moore Richardson, Estate of Thomas Martindale Gilbert, Estate of Jack LaRell Gilbert, Estate of Evelyn Gilbert Mullins, Estate of Naomi Gilbert Baldwin, Baldwin, Jr., Estate of Martha Gilbert Lisenbee, Estate of John Alma Gilbert, Estate of Arlene Parker Michelsen, Estate of Gladys Valeen Prisby, Estate of Minnie Sue Prisby Jones, Estate of Brice W. Prisby, Estate of Cline Jackson Prisby, Estate of Aileen Prisby Lund, Estate of Chad Johnson, Estate of Connie Meacham as unleased and unlocatable owners and all other persons claiming any right, title, or interest, as the heirs of Gus Solmonson, in or to the oil and gas produced from the reservoir beneath the real property described herein should contact Berry Petroleum Company at 1-303-999-4400, or at 1999 Broadway Street, Suite 3700, Denver, CO 80202 regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the reservoir beneath the real property described herein, has the opportunity to participate in the SFW FEE 15-10-54 Well and/or the SFW FEE 14-10D-54 Well by entering into a joint operating agreement with Berry Petroleum Company and by paying their portion of the costs of drilling and completing said wells.

Failure to respond to this Request for Agency Action or to participate in the SFW FEE 15-10-54 Well and/or the SFW FEE 14-10D-54 Well, by entering into a lease or by paying the owners portion of the drilling and completing costs for the Wells, will result in the owners named in the above paragraph being deemed non-consent and therefore subject to force pooling and a non-consent penalty to be imposed by the Board at the hearing.

Objections to this matter shall be filed with the Secretary of the Board at the address listed below no later than the 10th day of the month, or two weeks before the scheduled hearing, whichever is earlier. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown.


Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts. Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the Office of the Secretary of the Board, 1594 W. North Temple, Suite 1210, Salt Lake City, Utah 84116, or copies obtained by contacting Petitioner's counsel Mark L. Burghardt at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 12th day of May, 2011.

BERRY PETROLEUM COMPANY

By 
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